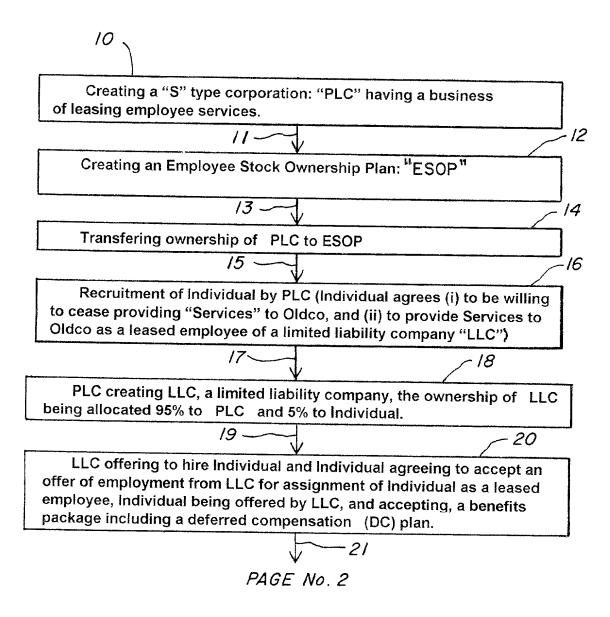
## FIG. 1



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LLC agreeing with Oldco to provide Individual as a leased employee to perfom Services to Oldco; Individual agreeing to perfom Services to Oldco as a leased employee thereof; and Oldco compensating LLC for Services provided by individual for Oldco;

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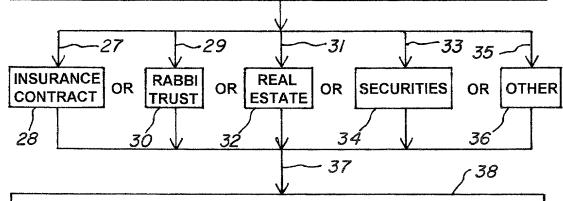
Allocating all income and expenses of LLC to PLC and Individual as follows: (i) allocating all items of expense relating to leasing transaction fees to Individual, thereafter allocating all remaining items of expense in proportion to ownership, and (ii) allocating all income in proportion to ownership.

Individual defers compensation from LLC.

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LLC depositing deferred compensation of Individual into a selected Investment Vehicle owned solely by LLC



Individual has absolute right to buy out PLC ownership rights at net book value plus 5% (Individual rights to assets in Rabbi trust secondary to claims of LLC creditors)

RESULT:

*39* 

CREATION OF AN INCOME TAX DEFERREL FOR DEFERRED COMPENSATION OF INDIVIDUAL

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